

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 09/18/2000 at 06:38PM File Number: 0000216260
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:	10b) SGIN: 000	10c) FCC Registration Number (FRN): 1831189
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): Powertel Kentucky Licenses, Inc.		
13) Attention To: Sandy Taylor		
14) P.O. Box:	And / Or	15) Street Address: 1233 O.G. Skinner Dr.
16) City: West Point	17) State: GA	18) Zip: 31833
19) Telephone Number: (706)645-2000	20) FAX: (706)645-9523	
21) E-Mail Address: staylor@powertel.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:	23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name: Suffix:
25) Entity Name (if not an individual): Powertel, Inc.		
26) P.O. Box:	And / Or	27) Street Address: 1233 O.G. Skinner Drive
28) City: West Point	29) State: GA	30) Zip: 31833
31) Telephone Number: (706)645-2000	32) FAX: (706)645-9949	
33) E-Mail Address:		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Sandy	MI: T	Last Name: Taylor	Suffix:
35) Company Name: Powertel, Inc.			
36) P.O. Box:	And / Or	37) Street Address: 1233 O.G. Skinner Drive	
38) City: West Point	39) State: GA		40) Zip: 31833
41) Telephone Number: (706)645-2000		42) FAX: (706)645-9949	
43) E-Mail Address: STaylor@Powertel.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number:		45b) SGIN: 000	45c) FCC Registration Number (FRN):
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): VoiceStream Wireless Corporation			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 3650 131st Avenue S.E., Suite 200	
53) City: Bellevue	54) State: WA		55) Zip: 98006
56) Telephone Number: (425)653-4600		57) FAX: (425)653-4840	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Louis	MI:	Last Name: Gurman	Suffix: Esq
60) Company Name: Morrison & Foerster LLP			
61) P.O. Box:	And / Or	62) Street Address: 2000 Pennsylvania Avenue, N.W., Suite 5500	
63) City: Washington	64) State: DC		65) Zip: 20006
66) Telephone Number: (202)887-1500		67) FAX: (202)887-0763	
68) E-Mail Address: lgurman@mfo.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Yes

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Jill MI: F Last Name: Dorsey Suffix:

80) Title: Vice President/General Counsel

Signature: Jill F Dorsey 81) Date: 09/18/00

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: David MI: A Last Name: Miller Suffix: Esq

83) Title: Vice President

Signature: David A Miller Esq 84) Date: 09/18/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLG269					Yes
KNLH397					Yes
KNLH398					Yes
KNLH399					Yes
KNLH400					Yes
KNLH401					Yes
KNLH402					Yes
KNLH403					Yes
KNLH404					Yes
KNLH405					Yes
KNLH406					Yes
KNLH407					Yes
KNLH408					Yes
KNLH409					Yes
KNLH410					Yes
KNLH411					Yes
KNLH412					Yes
KNLH413					Yes
KNLH416					Yes
KNLH417					Yes

FCC Form 603
Schedule ASchedule for Assignments of Authorization
and Transfers of Control in Auctioned ServicesApproved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	09/18/00	Exhibit 1: Application for Transfer of Control	17590957.0.pdf
Other	09/18/00	Exhibit 2: List of Licenses to be Transferred	17590958.0.pdf
Other	09/18/00	Exhibit 3: FCC Ownership Disclosure Information	17590959.0.pdf

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
POWERTEL, INC.,)	
)	
Transferor,)	
)	
and)	FCC File Nos. 0000216260,
)	0000216208, 0000216231,
)	0000216236, 0000216244,
VOICESTREAM WIRELESS)	0000216271, 0000216305,
CORPORATION,)	0000216325
)	
Transferee.)	

Application for Transfer of Control.

APPLICATION FOR TRANSFER OF CONTROL

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September 18, 2000

TABLE OF CONTENTS

I.	Description of the Applicants	3
A.	Powertel	3
B.	VoiceStream.....	4
II.	Description of the Transaction.....	7
III.	The Proposed Merger is Demonstrably in the Public Interest	8
A.	The Merger Will Produce Substantial Proconsumer And Procompetitive Benefits And Poses No Threat To Competition	9
1.	The Relevant Product Markets And Their Geographic Scope.....	11
2.	Proconsumer and Procompetitive Benefits Of The Merger.....	14
3.	The Merger Will Not Cause Anticompetitive Effects in Either Relevant Market.....	16
B.	Voicestream Possesses The Requisite Qualifications To Hold And Indirectly Control Commission Licenses.....	18
IV.	Ownership Interests	19
A.	Post-Reorganization Ownership of VoiceStream and Powertel	19
B.	Foreign Ownership of the Merged Entity Would Remain Within VoiceStream's Previously Approved Level.....	19
V.	Request for Approval to Cover Grant of Additional Authorizations.....	21
	CONCLUSION	22

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)	
Transferee.)	

Application for Transfer of Control.

**To: Chief, Wireless Telecommunications Bureau
Chief, International Bureau**

APPLICATION FOR TRANSFER OF CONTROL

PowerTel, Inc. ("PowerTel") and VoiceStream Wireless Corporation ("VoiceStream"), pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (the "Act"),^{1/} and subject to the conditions described in Section II.A of this application, hereby request Federal Communications Commission ("Commission") consent to transfer control of PowerTel's interests in its Section 214 authorization and various Title III licenses to VoiceStream ("Application").^{2/}

^{1/} 47 U.S.C. §§ 214, 310(d). The instant application is included as Attachment 1 to the FCC Form 603, *PowerTel Kentucky Licenses, Inc., Transferee, and VoiceStream Wireless Corp., Transferor*, Lead Application FCC File No. 0000216260.

^{2/} A list of the Title III and Section 214 licenses that are the subject of this request, is included as Attachment 2 to the FCC Form 603 filed herewith.

On August 26, 2000, Powertel and VoiceStream entered into an Agreement and Plan of Reorganization (the "Reorganization Agreement"). Upon consummation of the transaction, Powertel will become a wholly owned subsidiary of VoiceStream. Closing on the transaction, however, will occur only if a proposed merger between Deutsche Telekom AG ("DT") and VoiceStream, pursuant to an Agreement and Plan of Merger entered into on July 23, 2000, is not consummated. (A related Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000.) In connection with its proposed mergers with VoiceStream and Powertel, respectively, DT is filing two parallel sets of applications with the Commission seeking consent to transfers of control of VoiceStream and Powertel from their respective shareholders to DT. In the event that the Commission approves the VoiceStream/DT transfer of control, the proposed transfer of control from Powertel to VoiceStream will not be consummated. If the Commission does not approve the transfer of control of VoiceStream to DT, the instant transfer of Powertel to VoiceStream will be consummated following Commission approval. Accordingly, it is requested that the Commission process the Application simultaneously with the VoiceStream/DT and Powertel/DT transfer of control applications.

Approval of the VoiceStream/Powertel transaction would serve the public interest by facilitating development of a national network using the Global System for Mobile Communications ("GSM") standard. In acquiring control of Powertel, whose wireless personal communications services ("PCS") network covers a substantial portion of the southeastern United States, VoiceStream would fill a major gap in its national PCS footprint. The proposed transaction would enhance VoiceStream's ability to provide services to businesses and individuals with an expanded GSM footprint and enhance its

ability to compete with wireless carriers that already provide nationwide PCS coverage. Earlier this year, the Commission approved the mergers of VoiceStream with two other GSM-based PCS operators, Omnipoint Corporation, ("Omnipoint") and Aerial Communications, Inc. ("Aerial") based on its finding that each transaction would produce substantial public interest benefits.^{3/} Those benefits are comparable to those promised by the Powertel transaction.

These procompetitive benefits will not be offset by any cognizable anticompetitive effects, because there are no operating overlaps between Powertel and VoiceStream, and the few license overlaps are not inconsistent with the Commission's CMRS spectrum cap.^{4/} The merger also will have no anticompetitive effects on the market for international services.

The Application sets forth (I) a description of the applicants, (II) a description of the transaction, (III) a description of ownership interests, (IV) the public interest showing, and (V) a request that the instant approval cover additional authorizations.

I. DESCRIPTION OF THE APPLICANTS

A. Powertel

Powertel is a publicly traded Delaware corporation, headquartered at 1239 O.G. Skinner Drive, West Point, GA, 31833. Using the GSM standard, Powertel, through its various wholly owned subsidiaries, is licensed to provide wireless PCS service over a network spanning 12 states primarily in the southeastern United States.^{5/} As of June 30,

^{3/} *VoiceStream-Aerial* ¶ 44; *see also VoiceStream-Omnipoint* ¶ 46.

^{4/} *See infra* Part III.A.3 for a discussion of the overlaps between Powertel and VoiceStream interests.

^{5/} Powertel is in compliance with all of the Commission's applicable build-out benchmarks for its PCS licenses.

2000, Powertel had approximately 727,000 customers and year-to-date total revenues of \$212.3 million. The company's core markets are in 34 metropolitan areas and along more than 3,000 miles of highway. Among the metropolitan areas that Powertel is licensed to serve are Athens, Atlanta, Augusta, Columbus, Birmingham, Chattanooga, Jackson, Jacksonville, Knoxville, Lexington, Louisville, Macon, Memphis, Nashville and Savannah. Altogether Powertel is authorized to provide service in markets that have a combined population of more than 25 million people.^{6/}

Powertel is authorized to provide global international resale services, but does not provide any facilities-based international services.^{7/}

B. VoiceStream

VoiceStream is a publicly traded Delaware corporation, headquartered at 3650 131st Avenue, S.E., Suite 200, Bellevue, Washington, 98006. Through various wholly owned subsidiaries holding FCC licenses, VoiceStream constructs and operates broadband PCS systems throughout much of the United States. VoiceStream subsidiaries also are licensed to operate point-to-point microwave, local multipoint distribution service, and specialized mobile radio systems in various markets throughout the United

^{6/} Powertel also will be a 49.9% non-controlling investor in Eliska Wireless Ventures I, Inc. ("Eliska"), which has applied to acquire (through a subsidiary) eight C Block PCS licenses held by DiGiPH PCS, Inc. in Alabama, Florida, and Mississippi. Eliska does not currently hold any licenses, and those which it seeks to acquire will not create any additional overlaps with VoiceStream. That application is currently pending before the Commission. *See Assignment by DiGiPH to Eliska of licenses in the Part 24 Personal Communications Services*, Lead File No. 0000151639 (filed June 14, 2000).

^{7/} Powertel received authority to provide global resale services in FCC File No. ITC-214-20000727-00441 (effective Aug. 18, 2000). Today, Powertel is filing a letter with the Commission, which includes a list of wholly owned subsidiaries operating under Powertel's authorization.

States. Formerly a subsidiary of Western Wireless Corporation, VoiceStream was spun off in its entirety to shareholders of that company on May 3, 1999.

VoiceStream is the fastest-growing wireless carrier in the United States and has received industry awards for innovation. It owns and operates the most substantial network in the United States using the GSM standard. In February and May 2000, VoiceStream successfully completed mergers with Omnipoint and Aerial, two other GSM-based PCS operators. Even with the Omnipoint and Aerial transactions, VoiceStream remains only the eighth-largest mobile telephony operator in the United States, behind Verizon Wireless, the SBC/BellSouth joint venture, AT&T Wireless, Sprint PCS, ALLTEL, Nextel Communications, and U.S. Cellular.^{8/} VoiceStream (including Omnipoint and Aerial) served approximately 2.2 million customers as of the end of 1999 - only 2.6 percent of the mobile telephony market.^{9/} The market leaders dwarf VoiceStream in terms of subscribership and market share. The respective subscribership totals and market shares at the end of 1999 for providers with nationwide (or near-nationwide) footprints were: Verizon - 25.8 million subscribers, 30 percent market share; SBC/BellSouth - 16.5 million subscribers, 19.2 percent market share; AT&T Wireless - 10.0 million subscribers, 11.6 percent market share; Sprint PCS - 5.7 million subscribers, 6.6 percent market share; and Nextel Communications - 4.5 million subscribers, 5.7 percent market share.

^{8/} See *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services*, Fifth Report, FCC 00-289, at App. B-5, Table 3 (rel. Aug. 18, 2000) ("*Fifth CMRS Report*").

^{9/} *Id.*

In acquiring Powertel and its related GSM interests, VoiceStream will have access to a licensed GSM network covering a population of nearly 250 million. Moreover, with the addition of the Atlanta market, VoiceStream will control or have ownership interests in licenses that serve 24 of the top 25 markets in the United States.

VoiceStream is authorized to provide global international resale services.^{10/}

VoiceStream has notified the Commission of its intent to provide such services through several of its wholly owned subsidiaries pursuant to Section 63.21(i) of the Commission's rules.^{11/} VoiceStream and its subsidiaries do not provide any facilities-based international services.

^{10/} See File No. ITC-214-19960930-00473 (effective Nov. 12, 1996). Pursuant to Section 63.24(b) of the Commission's rules, 47 C.F.R. § 63.24(b), this authorization was assigned from Omnipoint Communications, Inc. to VoiceStream Wireless Corporation by letter dated March 20, 2000. See Letter from Louis Gurman, Counsel to VoiceStream Wireless Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission, filed March 20, 2000.

^{11/} 47 C.F.R. § 63.21(i). The Commission was provided with a list of wholly owned subsidiaries operating under VoiceStream's authorization on March 22, 2000. See Letter from Louis Gurman, Counsel to VoiceStream Wireless Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission, filed March 22, 2000. These subsidiaries are Omnipoint Communications, Inc., Omnipoint Corporation, Omnipoint Albany-Schenectady-Glen Falls E License, LLC, Omnipoint Boston Area DE License, LLC, Omnipoint Boston D License, LLC, Omnipoint Boston-Keene D License, LLC, Omnipoint Buffalo Area DE License, LLC, Omnipoint Buffalo-Olean D License, LLC, Omnipoint DC Area DE License, LLC, Omnipoint DC-Salisbury D License, LLC, Omnipoint Little Rock-El Dorado E License, LLC, Omnipoint MI-Indiana-Findlay D License, LLC, Omnipoint MI-Indiana-Lima D License, LLC, Omnipoint Miami E License, LLC, Omnipoint New England DE License, LLC, Omnipoint New York D License, LLC, Omnipoint Petoskey D License, LLC, Omnipoint St. Louis DE License, LLC, Omnipoint Wichita-E. Huchison E License, LLC, Omnipoint Philadelphia-E. Lancaster E License, LLC, Omnipoint MI-Indiana Area DE License, LLC, VoiceStream PCS Holding, LLC, VoiceStream PCS I License L.L.C., VoiceStream PCS II License Corporation, VoiceStream PCS III License Corporation, VoiceStream SMR Corporation, VoiceStream PCS LMDS Corporation, VoiceStream PCS BTA I License Corporation, and VoiceStream Washington Corporation.

II. DESCRIPTION OF THE TRANSACTION

On July 23, 2000, VoiceStream and DT entered into a merger agreement providing for the acquisition of VoiceStream by DT subject to certain conditions. On August 26, 2000, Powertel and VoiceStream entered into the Reorganization Agreement, contemplating the business combination of Powertel and VoiceStream through a reorganization procedure, which would include the merger of a wholly owned subsidiary of VoiceStream with and into Powertel. As noted above, the Powertel/VoiceStream reorganization will take place only in the event that the VoiceStream/DT merger agreement has been terminated.

VoiceStream has formed a wholly owned subsidiary ("Sub") pursuant to the Reorganization Agreement. All issued and outstanding shares of Sub are issued to VoiceStream. If the VoiceStream/DT merger is not consummated, Sub will be merged with and into Powertel. Powertel will continue as the surviving corporation and will succeed to all rights and obligations of Sub.

Holders of Powertel common and preferred stock will receive VoiceStream common shares at a conversion ratio ranging from .65 if the average closing price of VoiceStream common stock is \$130.77 or above and .75 if the average closing price of VoiceStream common stock is \$113.33 or below. Between these two points the ratio adjusts to yield \$85 in VoiceStream common stock for each share of Powertel common stock equivalent. The average closing price of VoiceStream common stock will be based on an average of 10 randomly selected trading days during the 20-day period ending five trading days prior to the closing.

If, as planned, the VoiceStream/DT merger is consummated, the Powertel/VoiceStream reorganization proposed herein shall be terminated.

III. THE PROPOSED MERGER IS DEMONSTRABLY IN THE PUBLIC INTEREST

As the Commission has found in the past, the public interest is served when smaller mobile telephony carriers, such as VoiceStream, augment their national footprint and enhance their ability to provide nationwide, one-rate service to consumers in competition with larger carriers. The proposed merger with Powertel serves this procompetitive purpose and will advance the public interest.

In assessing whether a proposed merger serves the public interest, the Commission considers whether the transaction: (1) would result in a violation of the Act or any other applicable statutory provisions; (2) would result in a violation of the Commission's rules; (3) would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) promises to yield affirmative public interest benefits.^{12/} This transaction satisfies the first three prongs of the Commission's analysis, because it would not result in the violation or frustration of any statutory provision of the Commission's rules.

Moreover, as demonstrated below, the merger of Powertel and VoiceStream will yield substantial public interest benefits, because it will benefit consumers by increasing their choices and lowering their prices and will promote competition in the mobile telephony market. The competitive benefits will not be offset by any cognizable anticompetitive effects, because as noted below there are very few overlaps between

^{12/} See, e.g., *VoiceStream-Aerial* ¶ 9; *Applications of Ameritech Corp. and SBC Communications Inc. for Consent to Transfer of Control*, Memorandum Opinion and Order, 14 FCC Rcd 14712, 14738-39 ¶¶ 49-50 (rel. Oct. 8, 1999) ("SBC-Ameritech"); *Application of WorldCom, Inc., and MCI Communications Corp. for Transfer of Control of MCI Communications Corp. to WorldCom, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 18025, 18030-33 ¶¶ 9-12 (1998).

Powertel and VoiceStream's PCS licenses. None of those overlaps involves an operational overlap, none implicates the Commission's spectrum cap, and all of the overlap areas are well served by multiple broadband CMRS providers.^{13/}

A. The Merger Will Produce Substantial Proconsumer And Procompetitive Benefits And Poses No Threat To Competition

The merger of Powertel with VoiceStream will serve the public interest by promoting vigorous competition in the mobile telephony market. In approving VoiceStream's recent mergers with Omnipoint and Aerial, the Commission recognized that "GSM subscribers will benefit from the expanded footprint to be offered by VoiceStream, and . . . all mobile phone users needing access throughout the nation will benefit significantly from the creation of another competitor with a near-nationwide footprint."^{14/} Moreover, the Commission concluded that the mergers "will also provide more U.S. consumers with the opportunity to subscribe to a carrier that accommodates international roaming access, where GSM . . . prevails."^{15/} This transaction will permit VoiceStream to offer that expanded footprint and international access to more consumers and to compete effectively with larger nationwide mobile telephony providers (such as Verizon Wireless, AT&T Wireless, Sprint PCS, Nextel Communications, and SBC/BellSouth) by filling in one of the remaining substantial gaps in VoiceStream's footprint — the southeastern United States.

^{13/} See *infra* Part III.A.3.

^{14/} *VoiceStream-Aerial* ¶ 44; *Applications of VoiceStream Wireless Corp. or Omnipoint Corp., Transferors, and VoiceStream Wireless Holding Co., Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Transferees*, Memorandum Opinion and Order, 15 FCC Rcd 3341, ¶ 46 (2000) ("*VoiceStream-Omnipoint*").

^{15/} *VoiceStream-Aerial* ¶ 44; see also *VoiceStream-Omnipoint* ¶ 46.

The Commission begins its assessment of a transaction's competitive effects by defining the relevant markets, both in terms of relevant products (or services) and geographic scope,^{16/} and identifying the current and potential participants in those markets.^{17/} Based upon evidence of the relevant market's structure, the Commission considers the procompetitive benefits and any anticompetitive effects of the merger. On the procompetitive side, the Commission examines "merger specific efficiencies such as cost reductions, productivity enhancements, or improved incentives for innovation, and whether the merger will support the general policies of market-opening and barrier-lowering that underlie the 1996 Act."^{18/} With respect to the anticompetitive effects, the Commission evaluates, "whether the merger is likely to result in either unilateral or coordinated effects that enhance or maintain the market power of the merging parties."^{19/}

When the Commission applied this competitive analysis to VoiceStream's recent mergers with Omnipoint and Aerial, it found that those mergers were "likely to enhance competition in the relevant markets" by expanding VoiceStream's coverage area and improving VoiceStream's ability to compete with larger carriers.^{20/} As the discussion below explains more fully, the proposed merger between VoiceStream and Powertel has the same procompetitive rationale and justifies the same result. Specifically, expansion of VoiceStream's coverage area continues to be critical to the company's ability to compete with larger mobile telephony providers such as Verizon Wireless, AT&T

^{16/} See *Bell Atlantic-NYNEX* ¶ 37; see also *VoiceStream-Omnipoint* ¶ 21.

^{17/} See *id.*

^{18/} *Id.*

^{19/} *Bell Atlantic-NYNEX* ¶ 37.

^{20/} *VoiceStream-Omnipoint* ¶ 21; see also *id.* at ¶ 51; *VoiceStream-Aerial* ¶ 48.

Wireless, Sprint PCS, Nextel Communications, and SBC/BellSouth. The proposed transaction will give VoiceStream the coverage it needs to attain a more complete national footprint and to meet increasing demand for its wireless services. Strengthening VoiceStream's position as a competitor in the market for national "one-rate" service plans, in turn, will deliver more choice, improved services, and better prices to consumers. What is more, these substantial proconsumer, procompetitive benefits will not be offset by any significant reduction in competition.

1. The Relevant Product Markets And Their Geographic Scope

The markets affected by the proposed merger are the national market for mobile telephony services and the market for international services between the United States and other countries. Both markets are dominated -- and after the proposed merger, would continue to be dominated -- by carriers of substantially greater size and scope than VoiceStream and Powertel.

(a) **Mobile Telephony.** Powertel and VoiceStream are licensed to operate broadband PCS systems. Broadband PCS operators are considered CMRS providers, and in particular fall within the mobile telephony segment of the larger CMRS market. The Commission has defined the mobile telephony segment to include cellular, broadband PCS, and digital specialized mobile radio ("SMR") services.^{21/} This market segment has a national geographic scope; while regional carriers may retain some consumer appeal,

^{21/} See *Fifth CMRS Report* at 9; see also *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services*, Fourth Report, 14 FCC Rcd 10145, 10152 (1999) ("*Fourth CMRS Report*").

the emergence of national “one-rate” plans and the resulting industry consolidation have produced a distinct national market.^{22/}

In addition to analog cellular networks, mobile telephony operators have deployed digital networks based on four primary technical standards: CDMA, TDMA, iDEN, and GSM.^{23/} As of the end of 1999, TDMA systems had been launched in areas containing 207 million people, or 81.6 percent of the population.^{24/} CDMA was close behind, having been launched in areas containing 204 million people (80.8 percent of the population), followed by iDEN (185 million people, 73.3 percent of the population).^{25/} GSM — the technology employed by Powertel and VoiceStream — had been launched in areas containing 165 million people, or 65.3 percent of the population.^{26/}

The market is led by five carriers with nationwide or near-nationwide footprints: Verizon Wireless, SBC/BellSouth, AT&T Wireless, Sprint PCS, and Nextel Communications.^{27/} These carriers have thrived by offering national one-rate price plans that have the following attributes: “bundles of large quantities of minutes for a fixed monthly rate that translated into . . . a low per-minute price; no long distance charges when used on the operator’s network; no roaming charges when used on the operator’s

^{22/} See *Fifth CMRS Report* at 10-12; *Fourth CMRS Report*, 14 FCC Rcd at 10159-60. To the extent that regional markets remain for mobile telephony, that is irrelevant to this proceeding: Powertel’s CMRS interests are centered in the southeastern United States, an area that is largely absent from VoiceStream’s existing service area.

^{23/} *Fifth CMRS Report* at 23-24.

^{24/} *Id.* at 24.

^{25/} *Id.*

^{26/} *Id.*

^{27/} See *id.* at 10-11, App. B-5, Table 3.

network; reduced roaming charges when off the operator's network; and, in some cases, no extra roaming charges anywhere."^{28/} Consumers have signed up in great numbers following the introduction of such plans.^{29/}

Following its mergers with Omnipoint and Aerial, VoiceStream became the eighth-largest provider of mobile telephony. But its footprint still falls short of national reach. In particular, VoiceStream currently has gaps in its footprint in California, Nevada, the Chicago metropolitan area, and the southeastern United States, among other places. This footprint is much less extensive than that of carriers such as AT&T and Verizon. As a result, VoiceStream does not enjoy the same economies of scale, increased efficiencies, and other cost advantages as its larger competitors. The Commission has recognized that the "most important variable affecting [a carrier's] ability to compete in the mobile telephone market is coverage."^{30/}

(b) International Services. Both VoiceStream and Powertel participate in the international services "product" market, which entails the transmission of calls from the United States to other countries. The Commission has identified three categories of international services: (1) "facilities-based services," which are those provided over facilities that the carrier owns in whole or in part; (2) "facilities-resale services," which are those provided over circuits leased from other international carriers; and (3) "pure resale services," which carriers provide by switching traffic to (and reselling the switched services of) other underlying U.S. carriers, which in turn control the circuit that carries

^{28/} *Fourth CMRS Report*, 14 FCC Rcd at 10155.

^{29/} *See id.* at 10156; *Fifth CMRS Report* at 22.

^{30/} *Fourth CMRS Report*, 14 FCC Rcd at 10175.

the traffic to the international termination point and arrange for termination there.^{31/}

VoiceStream and Powertel are authorized to provide pure resale international services.

Because VoiceStream and Powertel do not own any international transmission facilities - and therefore lack control over rates and the use circuits - their merger will not have any anticompetitive effect in this market.

The geographic markets for international services consist of the routes between the United States and other countries. Powertel and VoiceStream are both very small participants in the international services market. In 1998, total billed revenues for international facilities-based and facilities-resale services were more than \$15 billion.^{32/} The carriers with the highest billed revenues were AT&T (more than \$8 billion), MCI WorldCom (more than \$4.75 billion), and Sprint (more than \$1.5 billion).^{33/} Powertel, which provides pure resale services, is a tiny competitor in the international services market. VoiceStream likewise provides pure resale services and is a very minor participant in this market.

2. Proconsumer and Procompetitive Benefits Of The Merger

VoiceStream's recent acquisitions of the PCS systems of Omnipoint and Aerial have transformed the company from a regional operator to one with a "near-nationwide

^{31/} See 1998 Section 43.61 *International Telecommunications Data, Common Carrier Bureau, Industry Analysis Division*, at 2-3 (Jan. 2000) ("*International Services Report*").

^{32/} *Id.* at 25. Net revenues (billed revenues less settlement amounts owed to foreign carriers and plus settlement amounts due from foreign carriers) amounted to more than \$10 billion, with AT&T earning nearly \$5.8 billion, MCI WorldCom more than \$3.25 billion, and Sprint more than \$1 billion. *Id.* The Commission does not report carriers' pure resale revenues.

^{33/} *Id.*

footprint.”^{34/} The Powertel transaction will provide VoiceStream greater national coverage by filling out its footprint in the southeastern United States. The Commission repeatedly has recognized the importance of a having a nationwide footprint to a carrier’s ability to meet consumer demand and compete effectively.^{35/} The national providers of mobile telephony can offer consumers the advantages of free roaming and long distance over extremely broad territories. Although VoiceStream’s acquisitions have moved the company beyond its formerly regional footprint, VoiceStream still has not closed the gap with the leaders in terms of coverage and, in turn, subscribership.^{36/}

Fostering additional competition in the national mobile telephony market will benefit consumers, as it enhances choice, accelerates the pace of innovation, and exerts downward pressure on prices. The merger will enhance choice by making VoiceStream’s GSM network a more attractive alternative to competitors’ CDMA, TDMA, and iDEN systems. VoiceStream’s use of GSM technology presently entails certain limitations. For example, because VoiceStream’s build-out of GSM systems lags behind competitors’ build-out of CDMA, TDMA, and iDEN systems, VoiceStream customers presently must pay roaming charges in a relatively large number of markets. The merger would alleviate this problem to some extent by accelerating the build-out of VoiceStream’s GSM network, thereby reducing customers’ need to roam on other systems.

^{34/} See *VoiceStream-Aerial* ¶ 44 (emphasis added); *VoiceStream-Omnipoint* ¶ 46 (emphasis added).

^{35/} See *id.*; *Fourth CMRS Report* at 15-16, 31; *Applications of Motorola, Inc. for Consent to Assign 800 MHz Licenses to Nextel Communications, Inc.*, Memorandum Opinion and Order, 10 FCC Rcd 7783, 7785 (1997).

^{36/} See *Fifth CMRS Report* at App. B, Table 3, p. B-5.

The merger also will reduce the roaming charges incurred by VoiceStream's subscribers by increasing VoiceStream's footprint and thereby increasing the coverage area it serves. VoiceStream incurs roaming fees, which must be passed on to customers in some form, whenever its customers roam off VoiceStream's network. Because VoiceStream's footprint is more limited than that of its larger competitors (particularly those that own extensive analog cellular networks), VoiceStream is more likely to incur roaming charges than these competitors. Increasing the coverage of VoiceStream's networks will result in the reduction of the roaming charges VoiceStream pays, and VoiceStream in turn will be able to offer even more aggressively priced wireless service plans.

In addition, the merger offers the potential to reduce consumer prices as a result of improved economies of scale and scope. By consolidating functions such as technological research, system development, and various back-office activities, the Powertel/VoiceStream combination may result in lower costs -- savings which VoiceStream will pass on to consumers. Moreover, by combining the best practices of VoiceStream and Powertel, the combined company can be more responsive to subscribers' needs.

3. The Merger Will Not Cause Anticompetitive Effects in Either Relevant Market

The proposed Powertel/VoiceStream merger will not have any significant anticompetitive effect on the wireless telephony or international services market. The service areas of VoiceStream and its attributable interests and Powertel predominantly do not overlap. Even in those markets where some overlap occurs, the 45 MHz spectrum cap is not exceeded. Specifically, VoiceStream has a non-controlling, attributable

interest in Cook Inlet/VoiceStream GSM II PCS, LLC (CIVS II), which holds nine non-operational F block BTA licenses to provide service in areas that overlap with Powertel's licensed service areas.^{37/} The affected markets include Savannah, GA, Macon, GA, Augusta, GA, Albany, GA, Birmingham, AL, Huntsville, AL, Gadsen, AL, Decatur, AL, and Nashville, TN. Because the CIVS II licenses are all 10 MHz licenses, the overlaps in these markets will not cause VoiceStream to exceed the 45 MHz spectrum cap in any market and pose no threat to competition. In all but two of these nine markets -- Albany, GA, and Decatur, AL -- potential subscribers have available to them four or more alternative broadband CMRS providers already operating in the market. In Decatur and Albany there are three alternative service providers already in operation. In Albany, the additional licensees yet to initiate operations include AT&T, Bell South, and Nextel. In Decatur, they include Sprint, Alltel and AT&T.

In *VoiceStream-Omnipoint*, the Commission ruled that, even though that merger involved overlaps with a relatively significant regional mobile telephony operator, the merger would "not likely result in harm to competition in any relevant market."^{38/} First, the Commission noted that "in none of these markets do VoiceStream and Omnipoint presently compete against each other for business."^{39/} The same is true here with respect to VoiceStream and Powertel. Second, while the Commission recognized the possibility of potential future competition between Omnipoint and VoiceStream, it noted that "Our

^{37/} Cook Inlet Region, Inc. ("CIRI") and VoiceStream have filed applications for consent to transfer control, which, if approved, would make CIVS II a wholly owned subsidiary of VoiceStream. See *Application of Cook Inlet/VoiceStream PCS, LLC and VoiceStream Wireless Corporation for Consent to Transfer Control*, Lead Application ULS File No. 0000216961 (filed Sept. 14, 2000).

^{38/} *VoiceStream-Omnipoint* ¶ 51.

^{39/} *Id.* ¶¶ 24-25.

general policy . . . has been to permit the aggregation of CMRS spectrum and interests therein up to the limits permitted under the spectrum cap rule, provided that such aggregation neither reduces actual competition nor stymies the development of competition in any market.”^{40/} The merger of VoiceStream and Powertel will satisfy that policy.

Second, the merger will have no significant impact on competition in the market for international services. Because neither Powertel nor VoiceStream owns any international transport facilities, this transaction will not “eliminate any significant potential participant in the provision of international services.”^{41/} As in VoiceStream’s transactions with Omnipoint and Aerial, the *de minimis* nature of the transferor’s international services precludes a finding of anticompetitive effects, in particular because neither Powertel nor VoiceStream controls any bottleneck facility in the United States on which other carriers rely to provide service.^{42/} In fact, the combination of two comparatively small providers will only strengthen their ability to compete with market leaders AT&T, WorldCom, and Sprint, and therefore will promote competition in the international services market.

B. Voicestream Possesses The Requisite Qualifications To Hold And Indirectly Control Commission Licenses

Finally, the Commission’s public interest analysis requires it to determine under section 310(d) whether the proposed transferee is qualified to hold Commission licenses and whether the grant of the application would result in the violation of any Commission

^{40/} *Id.* ¶ 26. See also *VoiceStream-Aerial* ¶ 32.

^{41/} See *VoiceStream-Aerial* ¶ 39; *VoiceStream-Omnipoint* ¶ 33.

^{42/} *Id.*

rules.^{43/} VoiceStream, the proposed transferee, possesses the financial and other qualifications to exercise such control over Commission licenses. The Commission has recently ruled that VoiceStream is qualified to hold PCS licenses,^{44/} and there is no reason to alter that assessment.

IV. OWNERSHIP INTERESTS

A. Post-Reorganization Ownership of VoiceStream and Powertel

Following the Powertel/VoiceStream reorganization, Powertel would become a wholly owned subsidiary of VoiceStream. The shareholders of Powertel would, in turn, become shareholders of VoiceStream. Information regarding persons and entities that would hold a hold a 10 percent or greater interest in VoiceStream following the Powertel/VoiceStream reorganization is provided in VoiceStream's updated FCC Form 602, which is being filed concurrently with the instant application. That form is attached hereto as Attachment 3.

B. Foreign Ownership of the Merged Entity Would Remain Within VoiceStream's Previously Approved Level

Pursuant to Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), the Commission must determine whether the public interest would be served by allowing a common carrier licensee to have indirect foreign ownership that exceeds 25 percent. In the *VoiceStream-Omnipoint* proceeding, the Commission applied the public interest test under Section 310(b)(4), in approving an increase in the indirect ownership interest of Hutchison Whampoa, Ltd., a Hong Kong corporation, in VoiceStream's licensees to 30.6 percent following VoiceStream's merger with Omnipoint. Because Hong Kong is a

^{43/} See *VoiceStream-Aerial* ¶ 10

^{44/} See *id.*; *VoiceStream-Omnipoint* ¶ 13.

WTO country, the Commission analyzed Hutchison's investment in light of the "strong presumption that no competitive concerns [were] raised by the indirect foreign investment."^{45/} The Commission concluded that there was no reason to find that presumption should be rebutted, and accordingly approved Hutchison's increased foreign investment in VoiceStream.^{46/} The Commission also held that non-Hong Kong or non-U.S. entities could acquire, in the aggregate, up to a 25 percent indirect interest in VoiceStream's licensee subsidiaries above the interest held by Hutchison (30.6 percent) without Commission approval.^{47/}

In approving VoiceStream's subsequent reorganization with Aerial, the International Bureau and the Wireless Telecommunications Bureau recognized that the transaction would dilute Hutchison's indirect ownership interest in VoiceStream to approximately 23 percent.^{48/} The Bureaus further took note of a proposed foreign interest in VoiceStream to be held by Sonera Ltd., a Finnish limited liability company formerly known as Telecom Finland, Ltd. (8.63 percent), as well as a proposed indirect, foreign interest attributable to VoiceStream through Telephone and Data Systems, Inc. ("TDS") (approximately 2.27 percent), which was then Aerial's parent company. The Bureaus held that no approval was necessary for non-U.S., non-Hong Kong investors in connection with these interests as a result of the Commission's earlier ruling in the

^{45/} VoiceStream-Omnipoint ¶ 16.

^{46/} *See id.* ¶ 19.

^{47/} *See id.*

^{48/} *VoiceStream-Aerial* ¶ 14. After the recent investment by DT, Hutchison's beneficial ownership interest in VoiceStream is now 20.56 percent. A current FCC Form 602 is being filed contemporaneously herewith.

VoiceStream-Omnipoint Order allowing 25 percent headroom above the Hutchison interest.^{49/}

Because VoiceStream is currently within the 25 percent headroom, and Powertel has calculated its foreign ownership to be less than 25 percent, this transaction cannot cause VoiceStream to exceed the 25 percent foreign ownership limit established in the *VoiceStream-Omnipoint* Order.^{50/}

V. REQUEST FOR APPROVAL TO COVER GRANT OF ADDITIONAL AUTHORIZATIONS

As set forth in each of the applications for transfer of control, Powertel controls entities that hold numerous Commission licenses and other authorizations. Although the applications submitted to the Commission are intended to list all such authorizations, the licensees involved in this proposed transaction may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities, which may be granted during the pendency of the transfer of control applications.

Powertel and VoiceStream accordingly request that the grant of the transfer of control applications include authority for VoiceStream to acquire control of (1) any authorization issued to Powertel's subsidiaries during the Commission's consideration of

^{49/} *Id.* ¶ 15.

^{50/} VoiceStream expects a second transaction to close prior to any consummation of the Powertel transaction that will further dilute its foreign ownership interests. In the second transaction two entities controlled by Cook Inlet Region, Inc., an Alaska Native Regional Corporation ("CIRI"), will exchange their ownership interests in four separate license holders for VoiceStream common stock (collectively, the "CIVS Exchange"). See *Application of Cook Inlet/VoiceStream PCS, LLC and VoiceStream Wireless Corporation for Consent to Transfer Control*, Lead Application, File No. 0000216961 (filed Sept. 14, 2000). Because CIRI is virtually 100 percent United States owned, its acquisition of VoiceStream stock will further dilute VoiceStream's alien ownership. Sonera, for example, which already had an ownership interest in Powertel in addition to its interest in VoiceStream (noted by the Bureaus in the *VoiceStream-Aerial* Order), would hold no more than approximately a 7.4 percent beneficial interest in VoiceStream following the merger.

the transfer-of-control applications and the period required for consummation of the transaction following approval; (2) construction permits held by such licensees that mature into licenses after closing; and (3) applications that are filed after the date of these applications and that are pending at the time of consummation. Such action would be consistent with Commission precedent.^{51/} In addition, the applicants request a blanket exemption from any applicable cut-off rules in cases where Powertel or its subsidiaries, in order to reflect the consummation of the proposed transfer of control, file amendments to applications pending under Part 22, Part 24, Part 90, or Part 101 of the Commission's rules (or to any other application). Any change of control that results with respect to any particular pending application will be part of the larger merger and be undertaken for a legitimate business purpose. An exemption from the cut-off rules would be consistent with Commission precedent.^{52/}

Finally, pursuant to 47 C.F.R. § 1.2111(a), applicants state that there was no separate consideration assigned to any licenses obtained by competitive bidding within the last three years (or to any other licenses).

CONCLUSION

For the above reasons, and for the reasons set forth in the individual applications filed under separate cover, the proposed merger is strongly in the public interest.

^{51/} See *Bell Atlantic-NYNEX*, 12 FCC Rcd at 20097; *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw, Transferor, and AT&T, Transferee*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*McCaw-AT&T*").

^{52/} See, e.g., *McCaw-AT&T*, 9 FCC Rcd at 5909 n.300.

Powertel and VoiceStream accordingly request that the Commission grant this application.

Respectfully submitted,

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POWERTEL, INC. AND SUBSIDIARIES

PCS AUTHORIZATIONS

LICENSEE	CALL SIGN	CHANNEL BLOCK	MARKET NUMBER	EXPIRATION DATE	MARKET NAME
Powertel Atlanta Licenses, Inc.	KNLF222	B	MTA011	6/23/05	Atlanta, GA
Powertel Birmingham Licenses, Inc.	KNLF258	B	MTA029	6/23/05	Birmingham, AL
Powertel Jacksonville Licenses, Inc.	KNLF273	A	MTA037	6/23/05	Jacksonville, FL
Powertel Kentucky Licenses, Inc.	KNLG209	D	BTA263	4/28/07	Louisville, KY
Powertel Kentucky Licenses, Inc.	KNLH397	E	BTA263	4/28/07	Louisville, KY
Powertel Kentucky Licenses, Inc.	KNLH398	D	BTA252	4/28/07	Lexington, KY
Powertel Kentucky Licenses, Inc.	KNLH399	E	BTA252	4/28/07	Lexington, KY
Powertel Kentucky Licenses, Inc.	KNLH400	D	BTA135	4/28/07	Evansville, IN
Powertel Kentucky Licenses, Inc.	KNLH401	E	BTA135	4/28/07	Evansville, IN
Powertel Kentucky Licenses, Inc.	KNLH402	D	BTA052	4/28/07	Bowling Green-Glasgow, KY
Powertel Kentucky Licenses, Inc.	KNLH403	E	BTA052	4/28/07	Bowling Green-Glasgow, KY
Powertel Kentucky Licenses, Inc.	KNLH404	D	BTA339	4/28/07	Paducah-Murray-Mayfield, KY
Powertel Kentucky Licenses, Inc.	KNLH405	E	BTA339	4/28/07	Paducah-Murray-Mayfield, KY
Powertel Kentucky Licenses, Inc.	KNLH406	D	BTA338	4/28/07	Owensboro, KY
Powertel Kentucky Licenses, Inc.	KNLH407	E	BTA338	4/28/07	Owensboro, KY
Powertel Kentucky Licenses, Inc.	KNLH408	D	BTA098	4/28/07	Corbin, KY
Powertel Kentucky Licenses, Inc.	KNLH409	E	BTA098	4/28/07	Corbin, KY
Powertel Kentucky Licenses, Inc.	KNLH410	D	BTA423	4/28/07	Somerset, KY
Powertel Kentucky Licenses, Inc.	KNLH411	E	BTA423	4/28/07	Somerset, KY
Powertel Kentucky Licenses, Inc.	KNLH412	D	BTA273	4/28/07	Madisonville, KY
Powertel Kentucky Licenses, Inc.	KNLH413	E	BTA273	4/28/07	Madisonville, KY

Powertel Kentucky Licenses, Inc.	KNLH416	D	BTA083	4/28/07	Clarksville, TN
Powertel Kentucky Licenses, Inc.	KNLH417	E	BTA083	4/28/07	Clarksville, TN
Powertel Knoxville Licenses, Inc.	KNLH420	E	BTA232	4/28/07	Knoxville, TN
Powertel Memphis Licenses, Inc.	KNLF225	A	MTA028	6/23/05	Memphis-Jackson, KY
Powertel Nashville Licenses, Inc.	KNLH414	D	BTA314	4/28/07	Nashville, TN
Powertel Nashville Licenses, Inc.	KNLH415	E	BTA314	4/28/07	Nashville, TN
Powertel Nashville Licenses, Inc.	KNLH418	D	BTA096	4/28/07	Cookeville, TN
Powertel Nashville Licenses, Inc.	KNLH419	E	BTA096	4/28/07	Cookeville, TN

POWERTEL MICROWAVE AUTHORIZATIONS

LICENSEE	CALL SIGN	FILE NUMBER	CITY	COUNTY	STATE	EXPIRATION DATE
Powertel, Inc.	WPNN786	9705741	Horn Lake	De Soto	MS	6/19/2008
Powertel, Inc.	WPNN787	9705742	Hernando	De Soto	MS	6/19/2008
Powertel, Inc.	WPNN788	9705743	Byhalia	Marshall	MS	6/19/2008
Powertel, Inc.	WPNN789	9705744	Holly Springs	Marshall	MS	6/19/2008
Powertel, Inc.	WPNN790	9705745	Hickory Flat	Union	MS	6/19/2008
Powertel, Inc.	WPNN791	9705746	New Albany	Union	MS	6/19/2008
Powertel, Inc.	WPNN792	9708747	Tupelo	Lee	MS	6/19/2008
Powertel, Inc.	WPOS307	9708729	Birmingham	Jefferson	AL	2/10/2009
Powertel, Inc.	WPOS308	9708730	Eldridge	Marion	AL	2/10/2009
Powertel, Inc.	WPOS309	9708731	Winfield	Marion	AL	2/10/2009
Powertel, Inc.	WPOS310	9708732	Kansas	Walker	AL	2/10/2009
Powertel, Inc.	WPOS311	9708733	Jasper	Walker	AL	2/10/2009
Powertel, Inc.	WPOS312	9708736	Jasper	Walker	AL	2/10/2009
Powertel, Inc.	WPOS313	9708737	Warrior	Blount	AL	2/10/2009
Powertel, Inc.	WPOS314	9708738	Cullman	Cullman	AL	2/10/2009
Powertel, Inc.	WPOS315	9708739	Hamilton	Marion	AL	2/10/2009

INTERNATIONAL SECTION 214 RESALE AUTHORITY

LICENSEE	FILE NUMBER
Powertel, Inc.¹	ITC-214-20000727-00441

¹ Today, Powertel is notifying the Commission of the wholly owned subsidiaries operating under its Section 214 authorization.

FCC 602 FCC Ownership Disclosure Information for the
Main Form Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Corporation		3) Applicant TIN:	

Related FCC Regulated Businesses of Applicant/Licensee (continued)

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
VoiceStream Washington Corporation and Subsidiaries (see Attachment 2)			
Omnipoint Corporation and Subsidiaries (see Attachment 2)			
Aerial Communications, Inc. and Subsidiaries (see Attachment 2)			
Cook Inlet/VS GSM II PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet/VS GSM III PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet VoiceStream PV/SS PCS, L.P. (see Attachment 2)			
Powertel, Inc. and subsidiaries (see Attachment 2)			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Robert	MI: A.	Last Name: Calaff	Suffix:
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Title: Corporate Counsel, Government and Regulatory Affairs
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Signature:	Date:
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB

3060 -0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
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2) Disclosable Interest Holder's Name (if entity): Hutchison Telecommunications PCS (USA) Limited	3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)
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4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong

5) Type of Interest in Applicant (D) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 20.56% (See Attachment 1)
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting, P Nonvoting (See Attachment 1)	9) Disclosable Interest Holder's Country of Citizenship: British Virgin Islands
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.
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Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB

3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Hutchison Whampoa Limited		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): C (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 20.56% (See Attachment 1)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting, P Nonvoting (See Attachment 1)		9) Disclosable Interest Holder's Country of Citizenship: Hong Kong	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
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2) Disclosable Interest Holder's Name (if entity): Telephone and Data Systems, Inc. ("TDS")	3) Disclosable Interest Holder's TIN:
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4) Disclosable Interest Holder's Address: 30 North LaSalle Street, Suite 400, Chicago, IL 60602
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5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 13.08% (See Attachment 1)
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C	9) Disclosable Interest Holder's Country of Citizenship: United States
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.
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Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See TDS' previously filed FCC Form 602.			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB

3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Deutsche Telekom AG ("DT")		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Friedrich-Ebert-Allee 140, 53113 Bonn, Germany			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (Aktiengesellschaft organized under the laws of the Federal Republic of Germany)		7) Percent of Interest Held in Applicant: 11.49% (See Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): P		9) Disclosable Interest Holder's Country of Citizenship: Federal Republic of Germany	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See DT's FCC Form 602 being filed concurrently herewith.			

ATTACHMENT 1

**OWNERSHIP DISCLOSURE STATEMENT FOR
VOICESTREAM WIRELESS CORPORATION**

VoiceStream Wireless Corporation ("VoiceStream"), a Delaware corporation, submits this updated Federal Communications Commission ("Commission" or "FCC") Form 602 in connection with applications to transfer control of Powertel, Inc. ("Powertel") to VoiceStream filed simultaneously herewith. On August 26, 2000, Powertel and VoiceStream entered into an Agreement and Plan of Reorganization that, on consummation, would render Powertel a wholly-owned subsidiary of VoiceStream (the "Reorganization Agreement"). Closing on this transaction is contingent upon termination of a proposed merger between Deutsche Telekom AG ("DT") and VoiceStream pursuant to an Agreement and Plan of Merger entered into on July 23, 2000. A separate Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000. In connection with its proposed mergers with VoiceStream and Powertel, respectively, DT is filing two parallel sets of applications seeking consent to transfers of control of VoiceStream and Powertel from their respective shareholders to DT. In the event that the Commission approves the VoiceStream/DT transfer of control, the proposed transfer of control from Powertel to VoiceStream will not be consummated. However, should the Commission not approve the transfer of control of VoiceStream to DT, the transfer of control of Powertel to VoiceStream will occur following grant of the FCC's consent.

In addition, VoiceStream and Cook Inlet Region, Inc. ("CIRI") have filed various applications relating to the transfer of control of CIRI's licensee subsidiaries to VoiceStream.¹

The following describes (a) VoiceStream's current ownership structure and (b) VoiceStream's ownership structure if both the VoiceStream/Powertel and VoiceStream/CIRI transfers are consummated with the FCC's consent.

I. INTRODUCTION

VoiceStream is a leading provider of telecommunications service and is primarily engaged in acquiring, constructing, and operating personal communications service ("PCS") systems and related telecommunications systems throughout the United States. VoiceStream currently holds its telecommunications assets through its wholly-owned subsidiaries: VoiceStream Washington Corporation ("VoiceStream Washington"), Omnipoint Corporation ("Omnipoint"), and Aerial Communications, Inc. ("Aerial"). VoiceStream's subsidiaries hold Commission licenses in the PCS, Point-to-Point Microwave, Local Multipoint Distribution Service ("LMDS"), Specialized Mobile Radio ("SMR"), Experimental, and Business Radio services. In addition, VoiceStream and its subsidiaries are authorized to provide global international resale services pursuant to Section 214

¹ See Application of Cook Inlet/VoiceStream PCS, LLC and VoiceStream Wireless Corporation for Consent to Transfer Control, Lead Application ULS File No. 0000216961.

of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214.

If the Powertel/VoiceStream transaction and CIRI/VoiceStream transfers of control are consummated following FCC approval, VoiceStream's subsidiaries will be as follows (entities marked with an asterisk (*) are not currently wholly owned or controlled by VoiceStream):

VoiceStream Washington subsidiaries:

- VoiceStream PCS I License L.L.C.
- VoiceStream PCS II License Corporation
- VoiceStream PCS III License Corporation
- VoiceStream PCS BTA I License Corporation
- VoiceStream SMR Corporation
- VoiceStream PCS LMDS Corporation

Omnipoint subsidiaries:

- Omnipoint Albany-Schenectady-Glen Falls E License, LLC
- Omnipoint Boston Area DE License, LLC
- Omnipoint Boston D License, LLC
- Omnipoint Boston-Keene D License, LLC
- Omnipoint Buffalo Area DE License, LLC
- Omnipoint Buffalo-Olean D License, LLC
- Omnipoint Communications Inc.
- Omnipoint DC Area DE License, LLC
- Omnipoint DC-Salisbury D License, LLC
- Omnipoint Holding, Inc.
- Omnipoint Little Rock-El Dorado E License, LLC
- Omnipoint Miami E License, LLC
- Omnipoint MI-Indiana Area DE License, LLC
- Omnipoint MI-Indiana-Findlay D License, LLC
- Omnipoint MI-Indiana-Lima D License, LLC
- Omnipoint New England DE License, LLC
- Omnipoint New York D License, LLC
- Omnipoint Petoskey D License, LLC
- Omnipoint Philadelphia-E. Lancaster E License, LLC
- Omnipoint St. Louis DE License, LLC
- Omnipoint Wichita-E. Hutchinson E License, LLC

Aerial subsidiaries:

- APT Columbus, Inc.
- APT Minneapolis, Inc.
- APT Pittsburgh Limited Partnership
- APT Houston, Inc.
- APT Kansas City, Inc.
- APT Tampa/Orlando, Inc.

Cook Inlet/VS GSM II PCS, LLC*
Omnipoint Atlantic City License, LLC*
Omnipoint Philadelphia License, LLC*
Omnipoint Dover License, LLC*

Cook Inlet/VS GSM III PCS, LLC*
CIVS PA I, LLC*
CIVS PA II, LLC*
CIVS PA III, LLC*

Powertel, Inc.*
Powertel Atlanta Licenses, Inc.*
Powertel Birmingham Licenses, Inc.*
Powertel Jacksonville Licenses, Inc.*
Powertel Kentucky Licenses, Inc.*
Powertel Knoxville Licenses, Inc.*
Powertel Memphis Licenses, Inc.*
Powertel Nashville Licenses, Inc.*

II. CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM

On a fully diluted basis, the following entities currently hold a ten percent or more ownership interest or other interest subject to reporting in VoiceStream:

A. DT

As explained below, a recent investment and acquisition of preferred stock by DT, if converted to common stock, would add DT to VoiceStream's list of current disclosable interest holders. DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. DT currently holds 3,906,250 shares of VoiceStream's preferred stock which may be voted on a 1:1 basis with VoiceStream common stock. DT's preferred stock constitutes approximately 1.79 percent of the voting interests and 11.49 percent of the equity in VoiceStream. Such stock is convertible at DT's option to 31,250,000 shares of VoiceStream common stock only in the event that its proposed merger with VoiceStream is terminated. If such shares are converted to common, such shares would constitute approximately 11.49 percent of VoiceStream's issued and outstanding shares.² Upon conversion DT would have the right to appoint two members to VoiceStream's Board of Directors, which would then consist of nineteen members, including the two DT appointees.

² The percentages listed below in Section II are based on a denominator that includes DT's shares on an as-converted basis.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries. Pursuant to Section 214 of the Communications Act, DT is also authorized to provide facilities-based and resale services between the U.S. and certain other countries. These services are described in greater detail in the DT-VoiceStream merger application filed concurrently herewith.³

B. HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED ("HTPCSL")

HTPCSL, a British Virgin Islands corporation, holds the right to own 55,899,252 shares of common stock (29,671,666 shares of presently held common plus 26,227,586 additional common shares upon conversion of 7,606 shares of non-voting junior preferred) or a 20.56 percent beneficial interest in VoiceStream.⁴ Currently HTPCSL's voting interest is 13.59 percent. HTPCSL's primary business is to hold stock in VoiceStream.

HTPCSL is a wholly-owned subsidiary of Hutchison Whampoa Limited ("Hutchison"), a Hong Kong limited liability holding company. HTPCSL, HTHL, and Hutchison are located at Hutchison House, 10 Harcourt Road, Hong Kong.⁵ Hutchison is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy and infrastructure. It holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia. Aside from its interest in VoiceStream, however, it holds no other interests in FCC-regulated businesses.

C. TELEPHONE AND DATA SYSTEMS, INC. ("TDS")

TDS, a Delaware corporation, currently holds 35,570,494 shares of VoiceStream common stock or a 13.08 percent beneficial and voting interest. TDS's principal offices are located at 30 North LaSalle Street, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and wireline telephone operations. TDS conducts substantially all of its cellular operations through its 80.7 percent-owned subsidiary, United States Cellular Corporation ("US Cellular"). US Cellular is a publicly traded company with U.S. operations covering 145 managed markets in 26 states (serving 2,602,000 customers as of December 31, 2000). TDS conducts substantially all of its wireline

³ The authorized contact for DT in the United States is Hans-Willi Hefekäuser, 1020 19th Street, N.W., Suite 850, Washington, D.C. 20036.

⁴ These figures include shares held by HTPCSL's affiliate, Hutchison Telecommunications Holdings (USA) Limited ("HTHL").

⁵ The authorized contact for Hutchison, HTPCSL and HTHL in the United States is David Leach, Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C. 20006-4605.

telephone business through its wholly-owned subsidiary, TDS Telecommunications Corporation ("TDS Telecom"). As of December 31, 1999, TDS Telecom operated 104 Incumbent Local Exchange Carrier telephone companies serving 571,700 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier serving 74,100 access lines.

D. OTHER INTERESTS

Based on the criteria set forth in Section 1.2112(a) of the Commission's Rules, and the Wireless Telecommunication Bureau's May 25, 1999, Public Notice clarifying information to be disclosed on FCC Form 602,⁶ there are no officers or directors of VoiceStream who have disclosable interests in VoiceStream. Out of an abundance of caution, however, VoiceStream provides additional information regarding the officers and directors listed below, either because they represent (but do not control) shareholder interests of 10 percent or greater on VoiceStream's Board of Directors or because they are key management personnel within VoiceStream.

1. Canning K.N. Fok and Hans R. Snook -- Messrs. Fok and Snook are members of VoiceStream's Board of Directors. Mr. Fok is Hutchison's Group Managing Director. Mr. Snook is the Managing Director of Orange plc, an affiliate of Hutchison, and a director of another Hutchison affiliate. Messrs. Fok and Snook are citizens of the United Kingdom; the principal business office of each is located at Hutchison House, 10 Harcourt Road, Hong Kong. As officers of Hutchison and affiliates thereto, each represents VoiceStream common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

2. Susan M.F.W. Chow and Frank J. Sixt -- Ms. Chow and Mr. Sixt became members of VoiceStream's Board of Directors following the Omnipoint merger. Both also serve as Executive Directors of Hutchison, Executive Directors of Cheung Kong Infrastructure Holdings Limited, and Directors of Hongkong Electric Holdings Limited, tom.com Limited, and Partner Communications Company Limited. Additionally, Mr. Sixt serves as Director of Cheung Kong (Holdings) Limited and Hutchison Telecommunications (Australia) Limited. Ms. Chow and Mr. Sixt are citizens of Hong Kong and Canada respectively; the principal business office of each is located at Hutchison House, 22nd Floor, 10 Harcourt Road, Hong Kong. As officers of Hutchison and affiliates thereto, each represents VoiceStream common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

3. John W. Stanton -- Mr. Stanton is Chairman of VoiceStream's Board of Directors and its Chief Executive Officer. He is a United States citizen with principal business offices at 3650 131st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

⁶ See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, DA 99-1001 (May 25, 1999).

4. Robert R. Stapleton -- Mr. Stapleton is VoiceStream's President and a member of its Board of Directors. He is a United States citizen with principal business offices at 3650 131st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in VoiceStream. Applicant will update the information in the instant filing as necessary pursuant to Section 1.919(b), or upon Commission request.

III. OWNERSHIP AND CONTROL OF VOICESTREAM IF THE CIRI AND POWERTEL TRANSFERS ARE CONSUMMATED

The following entities which currently hold a ten percent or greater ownership interest or other interest subject to reporting in VoiceStream on a fully diluted basis would hold the interests shown below following FCC consent and consummation of the transfers of control of the Powertel and the CIRI subsidiaries to VoiceStream:

A. DT

DT would hold 3,906,250 convertible preferred shares, which could be converted into 31,250,000 shares of VoiceStream voting common stock in the event that DT exercised its conversion option. The converted shares would constitute a 9.87 percent beneficial and voting interest in VoiceStream assuming, as shown below, HTPCSL converted its junior preferred shares to common stock.

B. HTPCSL

HTPCSL would hold 55,899,252 common shares (29,671,666 shares of common stock presently held plus 7,606 shares of non-voting preferred junior stock convertible into 26,227,586 shares of common stock, which would constitute a 17.65 percent beneficial and voting interest in VoiceStream. As noted above, HTPCSL is a direct, wholly-owned subsidiary of Hutchison.

C. TDS

TDS holds and would hold 35,570,494 shares of VoiceStream common stock, which would constitute a 11.23 percent beneficial and voting interest in VoiceStream.

D. OTHER INTERESTS

The other interests set forth in Section II.D. above would remain the same.

No other person or entity would hold a 10 percent or more interest, or other disclosable interest, in VoiceStream. Applicant will update the information in the instant filing as necessary pursuant to Section 1.919(b), or upon Commission request.

ATTACHMENT 2

Disclosable Interests of VoiceStream Wireless Corporation

On consummation of the Cook Inlet Region, Inc.-VoiceStream Wireless Corporation transaction and the instant transaction with Powertel, VoiceStream will have disclosable interests in the FCC-regulated businesses described in these tables.

VoiceStream Wireless Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PCS I License L.L.C. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS II License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS III License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS BTA I License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS LMDS Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (LMDS)		100%
VoiceStream SMR Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (SMR)		100%
VoiceStream Wireless Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Cook Inlet/VoiceStream PCS, L.L.C. 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)		100%
Iowa Wireless Services Holding Company 312 8 th Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)		38%
NPI-Omnipoint Wireless, L.L.C. 3054 Cass Road, Traverse City, MI 49684	commercial mobile radio services (PCS)		20.00%
STPCS D Block, LLP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		17.81%
STPCS F Block, LLP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		17.81%

Aerial Communications, Inc. and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Aerial Communications, Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Resale & Experimental Authority		100%
APT Columbus, Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Houston, Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Kansas City, Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Minneapolis, Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Pittsburgh Limited Partnership 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Tampa/Orlando, Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
Wireless Alliance, L.L.C., 3905 Dakota St. SW, Alexandria, MN 56308	commercial mobile radio services (PCS)		30%

Omnipoint Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Boston Area DE License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Boston D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Boston-Keene D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Buffalo Area DE License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Buffalo-Olean D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Communications C Operations, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Communications DEF Operations, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Communications Inc. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	Telephone Maintenance & Experimental Authority		100%
Omnipoint Communications MB Operations, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Communications Midwest Operations, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	Experimental Authority		100%
Omnipoint DC Area DE License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint DC-Salisbury D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Little Rock-El Dorado E License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Miami E License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana Area DE License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana-Findlay D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana-Lima D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint New England DE License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint New York D License, LLC 3 Bethesda Metro Center, Suite 400, Bethesda, MD 20814	commercial mobile radio services (PCS)		100%
Omnipoint NY MTA License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		95.59%
Omnipoint Petoskey D License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint St. Louis DE License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Wichita-E. Hutchinson E License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%

Cook Inlet PV/SS Partners, L.P.'s Subsidiary

Cook Inlet VoiceStream PV/SS PCS, L.P. 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)		71.37%
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Cook Inlet/VS GSM II PCS, LLC and Subsidiaries

Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)		100%
Omnipoint Atlantic City License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		100%
Omnipoint Dover License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		100%
Omnipoint Philadelphia License LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		100%

Cook Inlet/VS GSM III PCS, LLC and Subsidiaries

Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio service (PCS)		100%
CTVS PA I, LLC 3605 132 nd Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		100%
CTVS PA II, LLC 3605 132 nd Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		100%
CTVS PA III, LLC 3605 132 nd Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 4139 Oregon Pike, Ephrata, PA 17522	commercial mobile radio services (PCS) and International Section 214 Global Resale		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) and International Section 214 Global Resale		50%

Powertel, Inc. and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Powertel, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale ⁷		100%
Powertel Atlanta Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Birmingham Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Jacksonville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Kentucky Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Knoxville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Memphis Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Nashville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%

⁷ Today, Powertel is filing a letter notifying the Commission that all of its licensed subsidiaries listed herein are authorized to provide international resale service under Powertel's Section 214 authorization.